

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

SECURITIES AND EXCHANGE COMMISSION,)	
)	
Plaintiff,)	
v.)	
)	Civil Action No.
MUTUALS.COM, INC.,)	3:03-CV-02912-D
CONNELY DOWD MANAGEMENT, INC.,)	
MTT FUND CORP, INC.,)	
RICHARD SAPIO,)	
ERIC MCDONALD and)	
MICHELE LEFTWICH,)	
)	
Defendants.)	
_____)	

AGREED MOTION TO DISMISS

Pursuant to Rule 41(a)(2) of the Federal Rules of Civil Procedure, Plaintiff Securities and Exchange Commission ("Commission") moves to dismiss its pending claims against Defendants Mutuals.com, Inc., Connely Dowd Management, Inc., MTT Fundcorp Inc., Richard Sapio, Eric McDonald and Michele Leftwich ("Defendants") and advises the Court as follows:

1. On or about June 19, 2007, Defendants submitted offers of settlement to the Commission. On September 26, 2007, the Commission, after determining to accept Defendants' offers, instituted settled administrative and cease-and-desist proceedings against Defendants. *See Exhibit A.* Accordingly, all matters that were pending before this Court have now been settled.

2. In light of the Commission's decision to accept the Defendants' offers of settlement and to resolve this case administratively, the Commission believes that its interest in this litigation have been fully vindicated. In making this determination, the Commission has

relied on the representations in Defendants' offers of settlement, including their sworn statements of financial condition and other information provided to the Commission.

3. As indicated by the signatures of counsel for Defendants, the Defendants agree to the relief requested herein.

For these reasons, Plaintiff the U.S. Securities and Exchange Commission asks that this Court dismiss this case with prejudice.

Dated this 29th day of October 2007.

Respectfully submitted,

/s/ J. Kevin Edmundson
J. KEVIN EDMUNDSON
D.C. Bar No. 430746
MICHAEL D. KING
Texas Bar No. 24032634

SECURITIES AND EXCHANGE
COMMISSION
Fort Worth District Office
801 Cherry Street, 19th Floor
Fort Worth, Texas 76102
(817) 978-1411
(817) 978-4927 (fax)

AGREED:

/s/ Stephen G. Topetzes
Stephen G. Topetzes
K&L Gates
1601 K Street, N.W.
Washington, District of Columbia 20006
Telephone (202) 778-9328
Facsimile: (202) 778-9100

Counsel for Defendants Mutuals.com, Inc., Connely Dowd Management, Inc. and MTT Fundcorp, Inc.

/s/ Elizabeth L. Yingling

Elizabeth L. Yingling
State Bar No. 16935975

BAKER & McKENZIE
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 978-3000
Facsimile: (214) 978-3099

Counsel for Defendants Richard Sapio, Eric McDonald and Michele Leftwich

CERTIFICATE OF SERVICE

I hereby certify that on **October 29, 2007**, I electronically filed the foregoing ***Agreed Motion to Dismiss*** with the Clerk of the Court for the Northern District of Texas, by using the CM/ECF system which will send a notice of electronic filing to the following CM/ECF participants:

J. Kevin Edmundson, Counsel for Securities and Exchange Commission
Michael King, Counsel for Securities and Exchange Commission
Elizabeth L. Yingling, counsel for Defendants Sapio, McDonald and Leftwich
Joel Held, Counsel for Mutuals.com, Inc., Connely Dowd Management and MTT Fundcorp, Inc.
Michael D. Napoli, Counsel for Mutuals.com, Inc., Connely Dowd Management and MTT Fundcorp, Inc.

I further certify that on **October 29, 2007**, I served a true and correct copy of the foregoing ***Agreed Motion to Dismiss*** and the notice of electronic filing by depositing a copy thereof in an authorized Federal Express depository at Fort Worth, Texas, with overnight express charges prepaid and addressed to the following parties and persons entitled to notice that are non-CM/ECF participants:

Stephen G. Topetzes
1601 K. Street, N.W
Washington, District of Columbia 20006
Via Electronic Mail: stephen.topetzes@klgates.com

/s/ Michael King
Michael King